

BLC Corporation

2655 Campus Drive
Suite 200
San Mateo, CA
94403-2573

415/573-1200
Fax
415/573-5669

3-168A007

CITICORP®

June 14, 1993

RECORDATION NO 18123-F FILED 1425

JUN 17 1993 12:30 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W., Room 2303
Washington, D.C. 20423

Dear Ms. Lee:

Pursuant to the provisions of Title 49, United States Code, Section 11303, please find enclosed one fully executed original and two certified copies of a Bill of Sale, dated as of May 21, 1993, executed by Johnstown America Corporation.

The enclosed Bill of Sale is to be filed to transfer the ownership of 120 new Aluminum BethGon Coalporter Cars numbered 1616 - 1675 (inclusive), 2380 (inclusive), 2382 (inclusive), 2387 - 2439 (inclusive), 2443 - 2445 (inclusive), 2537 (inclusive) and 2542 (inclusive) from Johnstown America Corporation to BLC Corporation, as Purchaser.

In connection with the recording of the above mentioned Bill of Sale, please note the following information:

- (i) Name and address of Lessor/Purchaser: BLC Corporation, 2655 Campus Drive, Suite 200, San Mateo, California 94403
- (ii) Name and address of Lessee: Commonwealth Edison Company, One First National Plaza, 10 South Dearborn, 38th Floor, Chicago, Illinois 60690
- (iii) General description of Equipment covered by the Master Leasing Agreement: 1,450 new 121-ton aluminum-sided, rotary dump coal gondola cars
- (v) Previous filings with the Interstate Commerce Commission covering the Equipment:

Document:

Master Leasing Agreement,
dated as of March 1, 1993,
between BLC Corporation
and Commonwealth Edison
Company

Recordation
Date:

April 9, 1993

Recordation
Number:

18193

June 14, 1993
Page 2

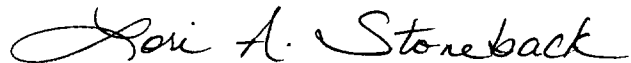
<u>Document:</u>	<u>Recordation Date:</u>	<u>Recordation Number:</u>
Bill of Sale, dated as of March 31, 1993, executed by Johnstown America Corporation	April 9, 1993	18193A
Bill of Sale, dated as of April 15, 1993, executed by Johnstown America Corporation	May 10, 1993	18193B
Bill of Sale, dated as of April 29, 1993, executed by Johnstown America Corporation	May 14, 1993	18193C
Bill of Sale, dated as of May 7, 1993, executed by Johnstown America Corporation	May 20, 1993	18193D
Bill of Sale, dated as of May 13, 1993, executed by Johnstown America Corporation	June 1, 1993	18193E

Enclosed is a check in the amount of \$16.00 to record the enclosed Bill of Sale. When the recording of this document has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them to my attention.

If you require further information to complete this filing, please feel free to contact me at (800) 227-6516.

Thank you for your assistance in this matter.

Sincerely yours,



Lori A. Stoneback
Legal Assistant -
Contract Administration

/las
Enclosures

cc: Edmond P. Browne (w/o encl.)
Curt A. Schultz, Esq.

4/U/COM.ICC/061493

Interstate Commerce Commission
Washington, D.C. 20423

6/18/93

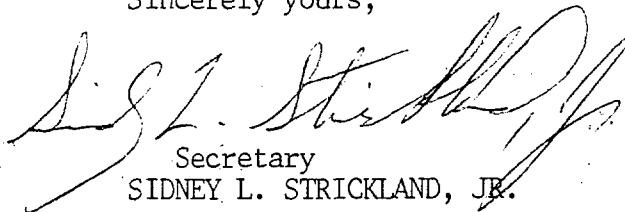
OFFICE OF THE SECRETARY

Lori A Stoneback
Legal Assistant
BLC Corporation
2655 Campus Drive
Suite 200
San Mateo, CA. 94403-5669

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **6/17/93** at **12:30pm**, and assigned
recordation number(s). **18193-F**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18193-F FILED 1428

JUN 17 1993 12:30 PM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

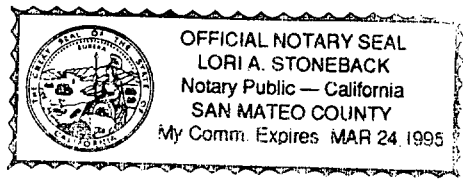
I, Curt A. Schultz, Secretary of BLC Corporation, hereby certify that the attached is a true and correct copy of the Bill of Sale, dated as of May 21, 1993, by and between Johnstown America Corporation, as vendor, and BLC Corporation, as purchaser.

By Curt A. Schultz
Curt A. Schultz, Secretary

Date: June 14, 1993

Subscribed and sworn to before
me this 14th day of June, 1993.

Lori A. Stoneback
Notary Public



RECORDATION NO. 18193 FILED 1428
JUN 17 1993 12:30 PM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

Johnstown America Corporation, a Delaware corporation (hereinafter called the "Vendor"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to it paid, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, assign, transfer and set over to the BLC Corporation (hereinafter called the "Purchaser") all right, title and interest of the Vendor in and to the railroad equipment described in Schedule A attached hereto (hereinafter called the "Equipment").

The Vendor hereby warrants to the Purchaser, its successors and assigns, that on the date hereof the Vendor had legal title in and to each unit Equipment and good and lawful right to sell the same, that title to each unit of Equipment on such date was free from all claims, liens, encumbrances, security interests and rights of others of any nature (collectively the "Liens") other through or under the Purchaser, and that the Vendor will defend such title to the Equipment forever against all adverse claims and demands whatsoever.

IN WITNESS WHEREOF, the Vendor has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed and duly attested, this 21ST day of MAY 1993 .

JOHNSTOWN AMERICA CORPORATION

By Michael P. Siska, Jr.
Michael P. Siska, Jr.
Director, Marketing and
Sales Administration

SCHEDULE A TO BILL OF SALE

<u>Description</u>	<u>Units</u>	<u>Car Numbers</u>
New Aluminum		1616 - 1675 Inclusive
BethGon	120	2380 Inclusive
Coalporter Cars		2382 Inclusive
		2387 - 2439 Inclusive
		2443 - 2445 Inclusive
		2537 Inclusive
		2542 Inclusive

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 18, 1992 (the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 20

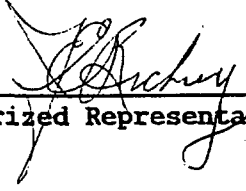
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1616</u>	<u>44200</u>	<u>2437</u>	<u>44500</u>
<u>1617</u>	<u>44200</u>	<u>2438</u>	<u>44500</u>
<u>1618</u>	<u>44100</u>	<u>2439</u>	<u>44500</u>
<u>1619</u>	<u>44200</u>	<u>2443</u>	<u>44400</u>
<u>1620</u>	<u>44300</u>	<u>2444</u>	<u>44400</u>
<u>1621</u>	<u>44300</u>	<u>2445</u>	<u>44300</u>
<u>1622</u>	<u>44300</u>	<u> </u>	<u> </u>
<u>1623</u>	<u>44300</u>	<u> </u>	<u> </u>
<u>1624</u>	<u>44300</u>	<u> </u>	<u> </u>
<u>1625</u>	<u>44300</u>	<u> </u>	<u> </u>
<u>1626</u>	<u>44300</u>	<u> </u>	<u> </u>
<u>1627</u>	<u>44400</u>	<u> </u>	<u> </u>
<u>2435</u>	<u>44500</u>	<u> </u>	<u> </u>
<u>2436</u>	<u>44400</u>	<u> </u>	<u> </u>

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 18, 1992 (the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 26

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1628</u>	<u>44400</u>	<u>2425</u>	<u>44400</u>
<u>1629</u>	<u>44300</u>	<u>2426</u>	<u>44500</u>
<u>1630</u>	<u>44400</u>	<u>2427</u>	<u>44400</u>
<u>1631</u>	<u>44300</u>	<u>2428</u>	<u>44600</u>
<u>1632</u>	<u>44300</u>	<u>2429</u>	<u>44600</u>
<u>1633</u>	<u>44300</u>	<u>2430</u>	<u>44700</u>
<u>1634</u>	<u>44300</u>	<u>2431</u>	<u>43500</u>
<u>1635</u>	<u>44300</u>	<u>2432</u>	<u>44400</u>
<u>1636</u>	<u>44400</u>	<u>2433</u>	<u>44400</u>
<u>1637</u>	<u>44500</u>	<u>2434</u>	<u>44400</u>
<u>1638</u>	<u>44400</u>	<u>2537</u>	<u>44600</u>
<u>1639</u>	<u>44500</u>	<u>2542</u>	<u>44500</u>
<u>2423</u>	<u>44500</u>		
<u>2424</u>	<u>44600</u>		

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Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 18, 1992 (the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 24


Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1640</u>	<u>44400</u>	<u>2413</u>	<u>44400</u>
<u>1641</u>	<u>44400</u>	<u>2414</u>	<u>44200</u>
<u>1642</u>	<u>44500</u>	<u>2415</u>	<u>44500</u>
<u>1643</u>	<u>44500</u>	<u>2416</u>	<u>44200</u>
<u>1644</u>	<u>44500</u>	<u>2417</u>	<u>44400</u>
<u>1645</u>	<u>44400</u>	<u>2418</u>	<u>44300</u>
<u>1646</u>	<u>44400</u>	<u>2419</u>	<u>44400</u>
<u>1647</u>	<u>44400</u>	<u>2420</u>	<u>44400</u>
<u>1648</u>	<u>44500</u>	<u>2421</u>	<u>44500</u>
<u>1649</u>	<u>44400</u>	<u>2422</u>	<u>44500</u>
<u>1650</u>	<u>44400</u>	<u> </u>	<u> </u>
<u>1651</u>	<u>44300</u>	<u> </u>	<u> </u>
<u>2411</u>	<u>44500</u>	<u> </u>	<u> </u>
<u>2412</u>	<u>44400</u>	<u> </u>	<u> </u>

EXHIBIT C

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Authorized Representative of Purchaser

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 24
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1652</u>	<u>44300</u>	<u>2401</u>	<u>44300</u>
<u>1653</u>	<u>44400</u>	<u>2402</u>	<u>44400</u>
<u>1654</u>	<u>44400</u>	<u>2403</u>	<u>44400</u>
<u>1655</u>	<u>44400</u>	<u>2404</u>	<u>44300</u>
<u>1656</u>	<u>44400</u>	<u>2405</u>	<u>44400</u>
<u>1657</u>	<u>44600</u>	<u>2406</u>	<u>44400</u>
<u>1658</u>	<u>44400</u>	<u>2407</u>	<u>44500</u>
<u>1659</u>	<u>44400</u>	<u>2408</u>	<u>44400</u>
<u>1660</u>	<u>44300</u>	<u>2409</u>	<u>44500</u>
<u>1661</u>	<u>44300</u>	<u>2410</u>	<u>44500</u>
<u>1662</u>	<u>44400</u>	<u> </u>	<u> </u>
<u>1663</u>	<u>44500</u>	<u> </u>	<u> </u>
<u>2399</u>	<u>44600</u>	<u> </u>	<u> </u>
<u>2400</u>	<u>44400</u>	<u> </u>	<u> </u>

EXHIBIT C

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Authorized Representative of Purchaser

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 24

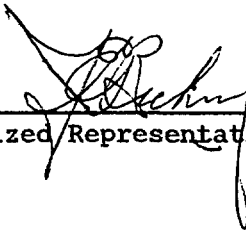
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1664</u>	<u>44400</u>	<u>2389</u>	<u>44300</u>
<u>1665</u>	<u>44400</u>	<u>2390</u>	<u>44300</u>
<u>1666</u>	<u>44400</u>	<u>2391</u>	<u>44400</u>
<u>1667</u>	<u>44600</u>	<u>2392</u>	<u>44600</u>
<u>1668</u>	<u>44500</u>	<u>2393</u>	<u>44600</u>
<u>1669</u>	<u>44400</u>	<u>2394</u>	<u>44400</u>
<u>1670</u>	<u>44400</u>	<u>2395</u>	<u>44400</u>
<u>1671</u>	<u>44400</u>	<u>2396</u>	<u>44400</u>
<u>1672</u>	<u>44500</u>	<u>2397</u>	<u>44400</u>
<u>1673</u>	<u>44400</u>	<u>2398</u>	<u>44400</u>
<u>1674</u>	<u>44400</u>	<u> </u>	<u> </u>
<u>1675</u>	<u>44400</u>	<u> </u>	<u> </u>
<u>2387</u>	<u>44400</u>	<u> </u>	<u> </u>
<u>2388</u>	<u>44500</u>	<u> </u>	<u> </u>

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 2

Reporting Marks: CWEX

[illegible]

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



Authorized Representative of Purchaser